

Attachment B

Articles of Incorporation
Certificate of Authority to Transact Business in Illinois

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ECOCOM USA LIMITED", FILED IN THIS OFFICE ON THE EIGHTH DAY OF DECEMBER, A.D. 1997, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2830150 8100

001243032

AUTHENTICATION: 0439287

DATE: 05-15-00

**CERTIFICATE OF INCORPORATION
OF
ECOCOM USA LIMITED**

FIRST: The name of the corporation is Ecocom USA Limited.

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, all of one class, of the par value of One Dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is as follows:

Howard J. Barr
Pepper & Corazzini, L.L.P.
Suite 200
1776 K Street, N.W.
Washington, D.C. 20006

SIXTH: The powers of the incorporator shall terminate upon the filing of this certificate of incorporation, and the name and mailing address of the persons to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

Name of Director

Mailing Address

Edward Manukian

8280 Greensboro Drive, Suite 120
McLean, VA 22102

Anselm Baumgarten

8280 Greensboro Drive, Suite 120
McLean, VA 22102

SEVENTH: The directors shall have power to make and to alter or amend the bylaws, to fix the amount to be reserved as working capital, and to authorize and to cause to be executed mortgages and liens, without limit as to the amount, upon the property and franchise of

this corporation. Election of directors need not be by written ballot unless and to the extent that the Bylaws of the Corporation so provide.

EIGHTH: With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose, in any manner, of the whole property of the Corporation.

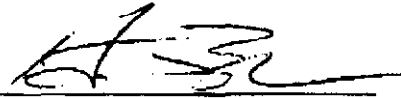
NINTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the General Corporation Law of the State of Delaware as the same exists or hereafter may be amended.

TENTH: The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Delaware, at such places as may be from time to time designated by the bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Delaware.

ELEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said applications has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make, file, and record this certificate, and does certify that the facts herein stated are true, and I have accordingly set my hand this 8th day of December, 1997.

A handwritten signature in black ink, appearing to read 'H. J. Barr', written over a horizontal line.

Howard J. Barr



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 24, 2000

6123-762-3

PEPPER & CORAZZINI LLP
1776 K STREET, N.W. STE 200
WASHINGTON, DC 20006

RE ECOCOM USA LIMITED

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

ECOCOM USA LIMITED
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 24TH
day of AUGUST A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

AUG 24 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 8-24-00
License Fee \$ 25
Franchise Tax \$ 75
Filing Fee \$ 150
Penalties \$ 0
Approved: [Signature]

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Ecocom USA Limited ✓ 3.2

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware ✓

(b) Date of Incorporation: December 8, 1997

(c) Period of Duration: Perpetual ✓

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

8605 Westwood Center Dr., ✓ (If none, so state) ✓

#304 (None)

Vienna, VA 22182

4. Name and address of the registered agent and registered office in Illinois. ✓

Registered Agent CT Corporation System

First Name

Middle Name

Last Name

Registered Office 208 South LaSalle Street

Number

Street

Suite #

Chicago 60604 Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation) ✓

Delaware, Virginia

6. Names and residential addresses of officers and directors: ✓

Name	No. & Street	City	State	ZIP
President	SEE ATTACHED			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

Provision of telecommunications services

11

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$1.00	10,000,000	2,875,000

9. Paid-in Capital: \$2,875,000 1,003,846
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 12,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois:
(c) Number of shares of all classes owned by non-residents of Illinois:
(d) Is the corporation transacting business in this state at this time?
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 3/12 2000 Ecocom USA Limited
(Month & Day) (Year) (Exact Name of Corporation)
attested by Curt Coward Lewis Farsedakis
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
Curt Coward, Assistant Secretary by Lewis Farsedakis, President
(Type or Print Name and Title) (Type or Print Name and Title)

- * PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
- ** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Ecocom USA Limited

Officers and Directors	Percentage Ownership
Edward Manukian CEO/Director 6129 Brook Drive, Falls Church, Virginia 22044	28%
Walter Zinsser Director 71 Park Street, London, W1Y 3HB United Kingdom	14%
Olav Ermgassen Director Randall House, 18 Woodstock Road, London, W4 1UE United Kingdom	14%
Jack Hazout Director c/o ESDS 8, rue Lafouge, 94250, Gentilly, France	14%
Curt Coward Assistant Secretary c/o McGuire Woods 8280 Greensboro Drive, McLean, Virginia, 22102	10%
Lewis Farsedakis President 1500 Northern Neck Dr., Unit Number 202 Vienna, Virginia, 22182	10%
Anselm Baumgarten Secretary Feuerbachstrasse 12, Frankfurt am Main, 60325 Germany	0%

Interrogatories for Certificate of Authority to Transact Business in Illinois
By Ecocom USA Limited

11(a). Lewis Farsedakis, President

11(b). none

11(c). 2,875,000

11(d). no

11(e). N/A